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FORM D

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

SEC 1972 (6/02) 1



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR



Preflx

Serial

	NIFORM LIMITE	D OFFERING E	XEMPTION	DATE RECEIVED	•
Name of Offering (cho	ck if this is an amendment and	l name has changed, and i	ndicate change.)		
Class B Non-	Voting Common Stock				
Filing Under (Check box(es) that ap	pply): 🔲 Rule 504 🗀	Rule 505 🔼 Rule f	806 🔲 Section 4(6) 🗆 ULOE	
Type of Filing: New Filing 1. Enter the information requested a	A BASI	C IDENTIFICATION D	ATA	The second secon	
Name of Issuer (che	ck if this is an amendment and	l name has changed, and is	ndicate change.)		
APCO Worldwide Inc.			•		
Address of Executive Offices	(Number and Stree	et, City, \$tate, Zip Code)	Telephone Numbe	r (Including Area Code)	
700 12th Street, NW, Suite 800, Address of Principal Business Oper (if different from Executive Offices	ations (Number and Stree	et, City, State, Zip Code)	202-778-1000 Telephone Numbe	r (Including Area Code)	ESSEL
Brief Description of Business				1111	200-
The issuer provides public aff	airs and strategic communic	cation services to clients	3.	JUL 18	3 2005E
Type of Business Organization	limited partnership.	already formed		THOMS FINANC	NO.
□ business trust	☐ limited partnership.		other (please s	occify):	
Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Org	anization: (Enter two-letter U.	Month Year 0 6 9 11 S. Postal Service Abbrevi for other foreign jurisdic	Actual ation for State:	Estimated DE	·
	or, for outland, ().		/		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

7.00 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Following Pollowing Co.	A. BASIC IDENTI	FICATION DATA		t est entre en en entre en
2. Enter the information re	quested for the fo	llowing:			
 Each promoter of the 	issuer, if the issuer	has been organized within	the past five years;		
 Each beneficial ownersecurities of the issue 		to vote or dispose, or direct	the vote or disposition of,	10% or more of a	class of equity
 Each executive office 	r and director of co	rporate issuers and of corpo	rate general and managing	partners of partner	ship issuers; and
 Each general and man 	naging partner of pa	atnership issuers.			
Check Box(cs) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, i Margery Kraus	f individual)				J., J. J. J.
Business or Residence Addre c/o APCO Worldwide, Inc	ess (Number c. 700 12 th Stree	and Street, City, State, Zip of the Suite 800, Washington	Code) DC 20005		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, i WindRiver APCO Investo					
Business or Residence Addre Clo Ronald Boschetto, 33		and Street, City, State, Zip ndon NW3 7SB, England			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	X Director	General and/or Managing Pariner
Full Name (Last name first, i Ronald Boschetto	f individual)				
Business or Residence Addre 33 Heath Drive, London I		and Street, City, State, Zip o	Code)		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, i Neil Wiesenberg	f individual)	•			
Business or Residence Addre	(2.0	and Street, City, State, Zip (It, Suite 800, Washington	•		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	🖾 Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i Neal Cohen	findividual)				7 13 · GN = 3
Business or Residence Addre c/o APCO Worldwide, Inc.		and Street, City, State, Zip (Suite 800, Washington D			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Puli Name (Last name first, i: Chrystal Kern	findividual)				
Business or Residence Addre c/o APCO Worldwide, Inc.	(· · · · · · · · · · · · · · · · · · ·	and Street, City, State, 2ip of Suite 800, Washington D			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Monaging Partner
Full Name (Last name first, it Judith Sapir	f individual)				viteries reserved
Business or Residence Addre	•	and Street, City, State, Zip of Suite 800, Washington F			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuncration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
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Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of Associated Broker or Dealer												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States).	:5											
[AL] [AK] [AZ] [AR] [CA]x [CO] [CT]x [DE] [DC] [FL] [GA] [HI] [ID] [IL]x [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA]x [MI] [MN] [MS] [MO]												
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Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of Associated Broker or Dealer												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)	:5											
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Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
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Name of Associated Broker or Dealer												
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)	. 5											
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[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [PA]												
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]												

::!-	c. offering price, number of investors, expenses and i	use ()F PR	OCEEDS		76 - 41 27742 Pr. 644 - 4 2746 Fe 1 - 5 2746 Fe 1 - 7 2746 Fe 1 - 7 2746 Fe 1
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					
	Type of Security			egate g Price	Αo	nount Already Sold
	Debt	\$ _			\$	
	Equity	s _	1,189	,000	\$	1,189,000
	☑ Common ☐ Preferred					
	Convertible Securities (including warrants)	\$ -			\$	
	Partnership Interests	S			\$	
	Other (Specify)	\$_			\$	
	Total		1,189	,000	\$	1,189,000
	Answer also in Appendix, Column 3, if filing under ULOE.	•		•		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			lumber evestors		Aggregate ollar Amount of Purchases
	Accredited Investors	_	2	6	\$_	837,500
	Non-accredited Investors	_	2	.5	\$	351,500
	Total (for filings under Rule 504 only)	_			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by two listed in Part C - Ouestion 1.				-	
	Type of offering			Type of security	D	ollar Amount Sold
	Rule 505	_			\$	
	Regulation A				s	
	Rule 504				•	
		-			جـــ	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to firture contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	-	···		3	
	Transfer Agent's Fees		•••••		\$	
	Printing and Engraving Costs	******			\$	
	Legal Foes				S_	65,000
	Accounting Fees		····		\$_	02,000
	Engineering Fees				\$	
	Sales Commissions (specify finders' fees separately)				\$	
	Finders' Focs				\$	
	Other Expenses (identify)				\$	
	Total		******	Ξ		

6	OFFERING PRICE	NUMBER OF INVE	STORS EXPI	NSES AND I	SE OF PROCEEDS
	OLUEVING LWICE	" LACTATION OF CAR STAAT		THOUSE WHITE O	DECEMBER AND CERPS

5.	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses firmished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.					\$,124,000
				ayments to Officers, directors, & Affiliates			ments To Others
	Salarics and fees		\$			\$	
	Purchase of real estate		\$			s	
	Purchase, rental or leasing and installation of machinery and equipment		\$			5	
	Construction or leasing of plant buildings and facilities		\$	 		\$	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		s			\$	
	Repayment of indebtedness		\$			\$	
	Working capital		\$			\$,124,000
	Other (specify):		\$			\$	
	Column Totals		\$— \$—	· s_		e	,124,000
- 4-1- - 4-1- - 9-1	D. FEDERAL SIGNATURE	mentangan mengapakan m	<u>.</u> :	of or the Straight	erfor erd er semen, er	•	a company on the body budger of the second s
fol	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this n lowing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Excha est of its staff, the information furnished by the issuer to any non-accredited investor pursuant to par	mge Co	mmis	sion, unon s	vritte		
	uer (Print or Type) PCO Worldwide Inc. Signature Pudde & Lapi Luly 1	, 3 00	5				
Nε	me of Signer (Print or Type) Title of Signer (Print or Type)	•	_				
7	uduth S. Sapir Sembrules Possident, General Coursel + Secutary						

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions Yes No X of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) APCO Worldwide Inc.

July 7, 2005

- 11831... - 12831... - 12831...

Judita S. Sapir

Name of Signer (Print or Type)

Title (Print or Type)

Semo'r Vice President, General Counsel

+ Secretary

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APPENI	DIX	geer of Eastern on the state of		rica de la como de la c Esta la como de la como	
1	2		3			4			5 lification
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		investor and chased in State C-Item 2)	under S (if y expl		ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	140			5,55 (22.50.50					
AK									
ΑZ									
AR							•		
CA									
со									
CT	X		\$90,000 of Class B Non-Voting Common	1	\$90,000	0	\$0		
DE			-						
DC									
FL									
GA									
ні									
Ю									
$\mathbf{n}_{\mathbf{L}}$									
IN									•
IA									
KS									
KY									
LA				•					
ME									
MD									
MA MI									
MI MN									
MS									
мо						•			

अ.ट. श्वास्त्रक स्**त्र**कृत्युत

APPENDIX

The second of th 4 5 3 2 Disqualification under State ULOE Type of security and aggregate (if yes, attach explanation of Intend to sell offering price offered in state Type of investor and to non-accredited amount purchased in State (Part C-Item 2) waiver granted) (Part E-Item 1) investors in State (Part C-Item 1) (Part B-Item 1) Number of Non-Accredited Number of Accredited No State Yes No Investors Amount Investors Amount Yes MT NE NY NH NJNM NYNÇ ND OH OK OR PA RI SC SD TN TX UT VT VA WA wv $\mathbf{w}_{\mathbf{I}}$ WY PR